

Charter Number One

P 960000 68802

8/16/96

Requestor's Name  
Lazarus Scott  
Address  
420 Lincoln Road  
Miami Beach, FL 33139  
City State Zip Phone  
534-8000

VALIDATION ONLY

FILED  
AUG 19 PM 12:22  
TALLAHASSEE, FLORIDA

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\*\*\*122.50 \*\*\*122.50

CORPORATION(S) NAME

SHADAJ AIR CARGO, INC.

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment          | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit           | <input type="checkbox"/> Foreign            | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution        | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Annual Report      | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation         | <input type="checkbox"/> Certified Copy     | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Photo Copies        | <input type="checkbox"/> Call When Ready    | <input type="checkbox"/> Call If Problem            |
| <input type="checkbox"/> After 4:30          | <input type="checkbox"/> Walk In            | <input type="checkbox"/> Will Wait                  |
| <input type="checkbox"/> Mail Out            | <input checked="" type="checkbox"/> Pick Up |   |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (R8-35)

Empire Toll Free: 1-800-432-3028

CERTIFIED COPY

RECEIVED  
96 AUG 20 AM 10:00  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION**  
**OF**  
**SHADAI AIR CARGO, INC.**

FILED  
-95 MAR 19 PM 12:22  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the corporation shall be SHADAI AIR CARGO, INC.

**ARTICLE II**  
**DURATION**

This corporation is to have perpetual existence.

**ARTICLE III**  
**NATURE OF BUSINESS**

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The corporation is authorized to issue one thousand (1,000) shares all at One (\$1.00) Dollar par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE V**  
**CORPORATE ADDRESS**

The initial street address in the State of Florida of the principal office of this corporation is as follows:

8620 Byron Avenue, Apartment 6A  
Miami Beach, Florida 33141

**ARTICLE VI**  
**INITIAL REGISTERED AGENT**

The initial Registered Agent of this corporation is as follows:

Scott R. Jay, Esquire  
420 Lincoln Road, Suite 327  
Miami Beach, Florida 33139

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-laws of the corporation in the manner provided by law, but shall never be less than one (1).

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
ROSADEL FARACH	8620 Byron Avenue Apartment 6A Miami Beach, Florida 33141

**ARTICLE VIII**  
**INCORPORATORS**

The name and address of the Incorporator signing these Articles is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
ROSADEL FARACH	8620 Byron Avenue Apartment 6A Miami Beach, Florida 33141

**ARTICLE IX**  
**AMENDMENT OF BY-LAWS**

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

**ARTICLE X**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI**  
**INFORMAL ACTION OF DIRECTORS**

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII**  
**AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.

Rosadel Farach  
ROSADEL FARACH

STATE OF FLORIDA     )  
COUNTY OF DADE     )    ss

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements, personally appeared ROSADEL FARACH to me well known to be the person described in and who executed the foregoing Articles of Incorporation, as incorporator and acknowledged before me that she subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 16th day of August, 1996.

My Commission Expires:

[Signature]  
NOTARY PUBLIC  
State of Florida at Large

**REGISTERED AGENT CERTIFICATE**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That SHADAI AIR CARGO, INC. desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has named SCOTT R. JAY, ESQUIRE, located at 420 Lincoln Road, Suite 327, Miami Beach, Florida, 33139 as its registered agent to accept service of process.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office open.

  
SCOTT R. JAY, ESQUIRE

STATE OF FLORIDA  
COUNTY OF DADE

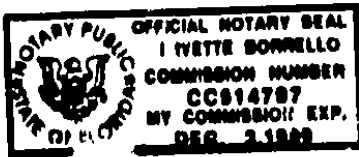
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FILED  
96 AUG 19 FILE  
JUL 19 1996

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgements, personally appeared SCOTT R. JAY, ESQUIRE to me well known to be the person described in and who executed the Registered Agent Certificate.

WITNESS my hand and seal on this 16th day of August, 1996.

My Commission Expires: Dec. 3, 1999



Ivette Borrello  
NOTARY PUBLIC  
State of Florida at Large

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